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October 16, 1984

TELEPHONE 233-4400
AREA CODE 201

MAILING ADDRESS
P.O. Box 669

Interstate Commerce Commission
Interstate Commerce Building
12th Street and Constitution Avenue
Washington, D. C. 20243

14433-B
OCT 18 1984 - 10 32 AM

INTERSTATE COMMERCE COMMISSION

Re: Continental Tank Car
Corporation et al.

Gentlemen:

Enclosed please find an executed copy and a photocopy of an Assignment of Security Interest which includes liens and other secured rights evidenced by documents previously filed with your Agency. We also include a check to cover recording fees.

Please return the photocopy of the enclosure marked to indicate filing with your Agency. A self-addressed envelope is enclosed for your convenience.

Sincerely,



Neale F. Hooley

4-293A080
No.
Date OCT 19 1984
Fee \$ 10.00
ICC Washington, D.C.

NFH:kc
Enc.

ICC OFFICE OF
THE SECRETARY
OCT 19 10 21 AM '84
MOTOR OPERATING UNIT

Interstate Commerce Commission
Washington, D.C. 20423

10/19/84

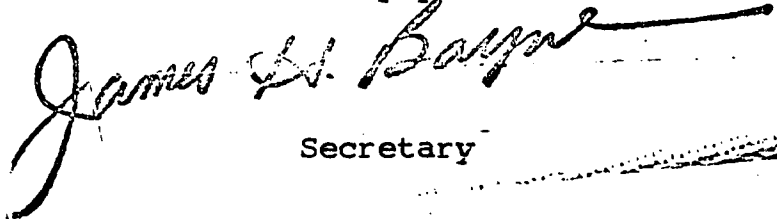
OFFICE OF THE SECRETARY

Neale F. Hooley
Hooley, Butler, DiFrancesco & Kelly
190 Elm Street
Westfield, New Jersey 07091

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/19/84 at 10:30am and assigned re-recording number(s). 14433-B

Sincerely yours,


Secretary

Enclosure(s)

ASSIGNMENT

RECORDATION NO. 14433-B
OCT 18 1984 10 50 AM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that on this 11th day of September 1984 FIDELITY UNION BANK/FIRST NATIONAL STATE, a banking institution organized under the laws of the State of New Jersey with offices at 765 Broad Street, Newark, New Jersey ("Fidelity") in consideration of the sum of \$916,359.78 lawful money of the United States of America, to it in hand paid by THE CENTRAL JERSEY BANK AND TRUST COMPANY, a banking institution organized under the laws of the State of New Jersey with offices at Route Nine, Freehold, New Jersey ("CJBT") at or before the ensealing and delivery of these presents, the receipt whereof is hereby acknowledged, has granted, bargained, sold, assigned, transferred and set over and by these presents does grant, bargain, sell, assign, transfer and set over unto CJBT all right, title and interest of Fidelity or assigns under and with respect to an Amendment to the Loan Agreement, a Note in the original principal amount of \$1.5 million, Assignments of Leases and Rentals, one or more Security Agreements in the Nature of Chattel Mortgages and UCC-1 Financing Statements executed during September 1981 by CONTINENTAL TANK CAR CORPORATION and/or SUBURBAN FUEL TANK CAR COMPANY and PRESSURE TANK CAR COMPANY with or in favor of Fidelity Union Bank as well as predecessor instruments of the same type and nature executed during May 1979 by one or more of the same parties in favor of Fidelity under and pursuant to the terms of the original documentation of the above financing; as well as any and all guarantees executed by any party in favor of or for the benefit of Fidelity with respect to the aforesaid indebtedness.

TOGETHER with any Note or obligation therein described, and the money due and to grow due thereon, with the interest. TO HAVE AND to hold the same unto the said party of the second part, or assigns forever. AND it does hereby make, constitute and appoint the said CJBT its true and lawful attorney, irrevocable, in its name, or otherwise, but at its proper costs and charges, to have, use and take all lawful ways and means for the recovery of all the said money and interest; and in case of payment, to discharge the same as fully as it might or could do if these presents were not made. AND it does hereby covenant, promise and agree, to and with CJBT that there is now due and owing upon the said instrument for which the above-referenced Agreement served as collateral the sum of \$916,359.78. AND the undersigned further agrees to execute such additional instruments of assignment including without limitation UCC-3 forms as CJBT shall reasonably request for the purpose of effecting the assignment of interest contemplated and intended hereunder.

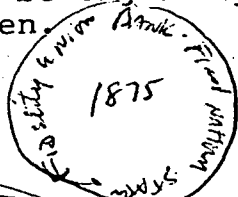
IN WITNESS WHEREOF, the undersigned has caused its corporate seal to be hereto affixed and attested by its ASST. SECRETARY and these presents to be signed by its Vice President, the day and year first above written.

ATTEST:

FIDELITY UNION BANK/FIRST NATIONAL STATE

By

Charles P. Frost
Vice President



[Signature]
ASST. SECRETARY

STATE OF NEW JERSEY, COUNTY OF UNION,

SS.:

I CERTIFY that on *September 11*, 19 *84*,

CHARLES P. FROST

personally came before me and this person acknowledged under oath, to my satisfaction, that:

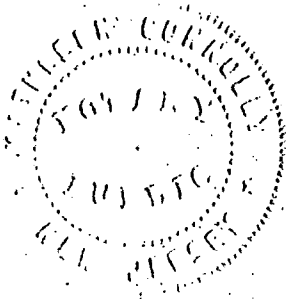
(a) this person signed, sealed and delivered the attached document as
of Fidelity Union Bank/National State Bank

VICE PRESIDENT

the corporation named in this document;

(b) the proper corporate seal was affixed; and

(c) this document was signed and made by the corporation as its voluntary act and deed by virtue of authority from its Board of Directors.



Kathleen Connolly

KATHLEEN CONNOLLY
NOTARY PUBLIC, OF NEW JERSEY
My Commission Expires 9/18/87